

B13
11400-J

TRINITY INDUSTRIES LEASING COMPANY
3910 Washington Avenue
Houston, Texas 77007
(713) 861-2955

9-129A012

RECORDATION NO. 11400-J FILED 1825

MAY 9 1989 10 40 AM

April 21, 1989

INTERSTATE COMMERCE COMMISSION

Date

Fee \$

ICC Washington, D. C.

Secretary
Interstate Commerce Commission
Twelfth Street and Constitution Avenue
Washington, D.C. 20423
Attention: Mrs. Mildred Lee, Room 2303

Re: Documents for Recordation

Dear Mrs. Lee:

In accordance with the provisions of Section 11303 of the Interstate Commerce Act, as revised, and Rules and Regulations of the Interstate Commerce Commission (the "ICC") thereunder, enclosed herewith for filing and recordation are three (3) executed originals of a Correction Agreement dated as of April 21, 1989 (to the Equipment Trust Agreement, dated as of January 15, 1980) between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee (the "Correction Agreement"), a secondary document as defined in the foregoing Rules and Regulations.

The enclosed Correction Agreement relates to the Equipment Trust Agreement dated as of January 15, 1980 between Trinity Industries Leasing Company and Mercantile National Bank at Dallas (subsequently named MBank Dallas, N.A., now named The Deposit Insurance Bridge Bank, N.A. (as assignee of the Federal Deposit Insurance Corporation, as receiver for MBank Dallas, N.A.)), as original Trustee, which was filed and recorded under Recordation Number 11400 on January 22, 1980, and subsequently supplemented by assignments and bills of sale under Recordation Numbers 11400-A through 11400-G.

C. Overly
St. Kappeler

MAY 9 10 33 AM '89
RECORDATION UNIT

Mrs. Mildred Lee
Interstate Commerce Commission
April 21, 1989
Page 2

The addresses of the parties to the enclosed document are:

Company: Trinity Industries Leasing Company
3910 Washington Avenue
Houston, Texas 77007

Trustee: Bankers Trust Company
P.O. Box 318
Church Street Station
New York, New York 10015

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A hereto. The foregoing railroad equipment consists solely of tank cars intended for use relating to interstate commerce.

Also enclosed is a check in the amount of \$13.00 to cover the required recordation fee.

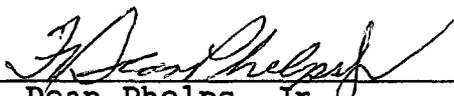
You are hereby authorized to deliver stamped copies of the Correction Agreement not needed for your files to the representative of Alvord and Alvord who is delivering this letter and said enclosures to you.

A short summary of the secondary document to appear in the Commission's Index follows:

Correction Agreement dated as of April 21, 1989, between Trinity Industries Leasing Company and Bankers Trust Company, as Trustee, covering various railroad cars.

TRINITY INDUSTRIES LEASING COMPANY

By:



F. Dean Phelps, Jr.
Vice President

SCHEDULE 1

PART A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
30 Tank Cars	111A100W3	23,635	TILX 260003, 260005, 260006, 260009, 260010, 260012, 260014-260018, 260020, 260021, 260024-260026, 260028, 260029, 260032, 260035-260037, 260039-260041, 260043-260047

PART B

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
30 Tank Cars	111A100W3	23,635	IBPX 260003, 260005, 260006, 260009, 260010, 260012, 260014-260018, 260020, 260021, 260024-260026, 260028, 260029, 260032, 260035-260037, 260039-260041, 260043-260047

RECORDATION NO

FILED 1428

11400-9
MAY 9 1989 10:40 AM

INTERSTATE COMMERCE COMMISSION

CORRECTION AGREEMENT

TRINITY INDUSTRIES LEASING COMPANY
EQUIPMENT TRUST (SERIES 1)

Dated as of April 21, 1989

Between

Bankers Trust Company, Trustee

and

TRINITY INDUSTRIES LEASING COMPANY

CORRECTION AGREEMENT

CORRECTION AGREEMENT dated as of April 21, 1989, (hereinafter called this "Correction Agreement"), between BANKERS TRUST COMPANY, a New York banking corporation, as trustee under the Trust Agreement (as hereinafter defined) (the bank or trust company acting from time to time as trustee under such Trust Agreement is herein called the "Trustee"), and TRINITY INDUSTRIES LEASING COMPANY, a Delaware corporation (herein called the "Company").

PRELIMINARY STATEMENT

The Company has sold, transferred and delivered certain railroad equipment (herein called the "Trust Equipment") pursuant to the Equipment Trust Agreement dated as of January 15, 1980 (herein called the "Trust Agreement") between the Company and Mercantile National Bank at Dallas, subsequently named MBank Dallas, National Association (herein called "MBank"), as original Trustee. All of the corporate trust business of MBank has been assigned to the Deposit Insurance Bridge Bank, National Association (herein called "DIBB") by the Federal Deposit Insurance Corporation, as receiver for MBank and pursuant to an Instrument of Resignation, Appointment and Acceptance dated as of April 17, 1989 among the Company, DIBB and Bankers Trust Company, DIBB resigned as original Trustee and Bankers Trust was appointed as successor Trustee.

Pursuant to the Trust Agreement the following documents were executed and delivered and recorded as described below:

- (a) The Equipment Trust Agreement recorded with the Interstate Commerce Commission (herein called the "ICC") under record number 11400;
- (b) An Assignment dated as of January 15, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-A;
- (c) A Bill of Sale dated as of January 15, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-B;
- (d) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of January 15, 1980 and filed with the Secretary of State of Texas on January 21, 1980 under file number 010067;

- (e) An Assignment dated as of February 8, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-C;
- (f) A Bill of Sale dated as of February 8, 1980, between the Company and the Trustee recorded with the ICC under record number 11400-D;
- (g) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of February 8, 1980 and filed with the Secretary of State of Texas on February 15, 1980 under file number 024219;
- (h) An Assignment dated as of March 28, 1980 between the Company and the Trustee filed with the ICC under record number 11400-E;
- (i) A Bill of Sale dated as of March 28, 1980, between the Company and the Trustee filed with the ICC under record number 11400-F;
- (j) A Financing Statement executed by the Company, as debtor, covering the property conveyed by the Assignment dated as of March 28, 1980 and filed with the Secretary of State of Texas on April 2, 1980 under file number 050797; and
- (k) An Assignment dated as of August 15, 1985, between the Company and the Trustee recorded with the ICC under record number 11400-G.

The prefix letters of certain railroad cars that are described in Exhibit A to the Trust Agreement and also set forth in Part A of Schedule 1 attached hereto and made part hereof have been changed and the parties hereto wish to reflect such changes of record.

NOW, THEREFORE, it is mutually covented and agreed, as follows:

1. Exhibit A to the Trust Agreement is hereby amended by substituting for the prefixes of the railroad cars set forth in Part A of Schedule 1 hereto (which are contained in such Exhibit A), the prefixes of the railroad cars set forth in Part B of Schedule 1 hereto.

2. This Correction Agreement shall not, except as expressly provided herein, operate as a waiver of any right, power or remedy of the Trustee under the Trust Agreement or any

other document executed in connection with the Trust Agreement (to the extent that the Trustee is a party thereto or entitled to the benefit thereof). The Trust Agreement and all other documents executed in connection therewith are hereby ratified and confirmed in all respects by the parties thereto.

3. This Correction Agreement may be separately executed in counterparts and by the different parties hereto in separate counterparts each of which when so executed shall be deemed to constitute one and the same Correction Agreement.

4. This Correction Agreement shall be binding upon and inured to the benefit of the parties hereto, their heirs, legal representatives, successors and assigns.

TRINITY INDUSTRIES LEASING COMPANY

ATTEST:


Neil O. Shoop
Assistant Secretary

(Corporate Seal)

By: F. Dean Phelps, Jr.
F. Dean Phelps, Jr.
Vice President

BANKERS TRUST COMPANY

ATTEST:

Burn J. Burn
Title: **ASSISTANT SECRETARY**
(Corporate Seal)

By: Thomas J. Moskitt
Name: Thomas J. Moskitt
Title: Vice President

NEW YORK PA
STATE OF ~~TEXAS~~ §
NEW YORK OR §
COUNTY OF DALLAS §

On this 27th day of April 1989, before me personally appeared Thomas J. Moskwa, to me personally known, who being by me duly sworn, says that he/she is a Vice President/Trust Officer of BANKERS TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janine M. Renkevans

Notary Public

My Commission Expires:

[SEAL]
JANINE M. RENKEVENS
Notary Public, State of New York
No. 31-4908255
Qualified in New York County
Commission Expires November 9, 1989

STATE OF TEXAS §
 §
COUNTY OF DALLAS §

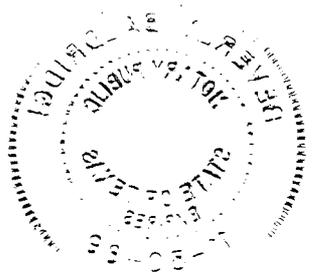
On this 21st day of April 1989, before me personally appeared F. Dean Phelps, Jr., to me personally known, who being by me duly sworn, says that he is the Vice President of TRINITY INDUSTRIES LEASING COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Beverly Baldridge
Notary Public

My Commission Expires:

11/30/89

[SEAL]



SCHEDULE 1

PART A

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